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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

BERND BILDSTEIN, Plaintiff, - against - JEROME SWARTZ, HARVEY P. MALLEMENT RAYMOND R. MARTINO, GEORGE BUGLIARELLO, CHARLES B. WANG, TOMO RAZMILOVIC, LEO A GUTHART, JAMES SIMONS, SAUL F. STEINBERG, LOWELL FREIBERG, Defendants, and SYMBOL TECHNOLOGIES, INC., Nominal Defendant.	03-CV-2034 (NGG)(CLP) **STIPULATION AND PROPOSED ORDER FOR REALIGNMENT**

The Plaintiff and Nominal Defendant to the above-captioned civil action (the "Action"), by and through their undersigned counsel, have entered into this Stipulation and Order (the "Stipulation"), subject to the approval of the Court:

WHEREAS, certain shareholder class action suits for alleged violations of the securities laws were first filed against Symbol Technologies, Inc. ("Symbol") and certain individual defendants on March 5, 2002 and thereafter, said lawsuits were ultimately consolidated in this Court before the Honorable L. Wexler as Case No. 02-CV-1383 (LDW), In re Symbol Technologies, Inc. Securities Litigation ("In re Symbol"); and

WHEREAS, on or about April 18, 2003, Plaintiff Bernd Bildstein filed the complaint in this Action ("Bildstein Action") against Jerome Swartz, Harvey P. Mallement, Raymond R. Martino, George Bugliarello, Charles B. Wang, Tomo Razmilovic, Dr. Leo A. Guthart, Dr.

James H. Simons, Saul P. Steinberg and Lowell C. Freiberg (the "Bildstein Individual Defendants") and Symbol (the "Nominal Defendant") (collectively, "Defendants"); and

WHEREAS, on September 22, 2003, Defendants moved to dismiss the Complaint in the Bildstein Action; and

WHEREAS, on or about December 18, 2003, Plaintiff Michael Gold filed Civil Action No. 122-N in the Delaware Court of Chancery (the "Delaware Action") a purported derivative action against Tomo Razmilovic, Kenneth V. Jaeggi, Jerome Swartz, Frank Borghese, Brian Burke, Richard M. Feldt, Satya Sharma, Harvey P. Mallement, Raymond R. Martino, George Bugliarello, Leo A. Guthart, Richard Bravman, James H. Simons, Leonard H. Goldner, Saul P. Steinberg, Lowell C. Freiberg and Charles B. Wang (the "Delaware Individual Defendants") and Symbol; and

WHEREAS, on February 4, 2004, Magistrate Judge Pollak heard oral argument on the Defendants' motion to dismiss in the Bildstein Action;

WHEREAS, by Order dated June 9, 2004 the Court in the In re Symbol granted preliminary approval of a May 24, 2004 settlement entered into by Symbol and the In re Symbol class plaintiffs, (a copy of which is attached hereto as Ex. A) whereby, inter alia, class members would receive $137 million dollars in Symbol stock and cash and Symbol would continue to undertake certain corporate governance reforms; and

WHEREAS, on or about June 9, 2004, Symbol filed a Motion for Realignment as plaintiff in the Delaware Action; and

WHEREAS, plaintiff Gold consented to Symbol's Motion for Realignment in the Delaware Action pursuant to Symbol's representation that it would continue the litigation as a direct action by the Company against certain former officers and directors of Symbol, and diligently pursue any and all viable claims deemed to be in the Company's and shareholders' best interest; and

WHEREAS, the Court subsequently granted Symbol's Motion for Realignment in the Delaware action (a copy of which is attached as Ex. B hereto); and

WHEREAS, the Individual Defendants herein do not oppose Symbol's motion to realign itself as plaintiff in the Bildstein Action; and

WHEREAS, Plaintiff in the Bildstein Action advised Magistrate Pollak and the Court on July 29, 2004 that the parties had agreed to a settlement in principle while Defendants' motion to dismiss remained sub judice (a copy of which is attached as Ex. C hereto);

WHEREAS, Plaintiff and Symbol have jointly agreed that in light of the circumstances as they now exist, including but not limited to the In re Symbol settlement, the new, independent Symbol Board of Directors' demonstrated commitment to the pursuit of the Company's rights, the realignment of Symbol as plaintiff in the Delaware Action, the pending motion to dismiss the Bildstein Action, and the interests of judicial economy, it is in the best interests of Symbol and its shareholders that Symbol re-align itself as plaintiff in the Bildstein Action; and

WHEREAS, after considering the Bildstein Plaintiff's and his counsel's efforts, including fees and expenses incurred, in filing and pursuing the Bildstein Action up to this point, Symbol has agreed to pay to counsel for Plaintiff a sum of $120,000 for services rendered in this case .

NOW THEREFORE, IT IS STIPULATED AND AGREED, as follows:

1. Plaintiff hereby consents and agrees to entry of Symbol's proposed Order for realignment as plaintiff in this Action (a copy of which is attached as Ex. D hereto), and further agrees that, upon entry of the proposed Order, this Action shall cease to be purportedly derivative and instead shall be direct litigation by Symbol on its own behalf;

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2. Symbol agrees that within 72 hours from the entry of this Order by the Court Symbol shall pay $120,000 in cash by wire transfer of immediately available funds to an account specified by Ballon Stoll Bader & Nadler P.C. on behalf of Plaintiff and his counsel; and

3. The parties further agree that no signatory to this Stipulation will apply to any court for any attorneys' fees or expenses, other than as specified in paragraph 2 hereof, in connection with this Action.

Dated: September 1, 2004

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Attorney for Plaintiff Bernd Bildstein

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(212) 918-3000

Attorneys for Nominal Defendant Symbol Technologies, Inc.

SO ORDERED this _____ day of __________, 2004.

Hon. Nicholas G. Garaufis

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2. Symbol agrees that within 72 hours from the entry of this Order by the Court Symbol shall pay $120,000 in cash by wire transfer of immediately available funds to an account specified by Ballon Stoll Bader & Nadler P.C. on behalf of Plaintiff and his counsel; and

3. The parties further agree that no signatory to this Stipulation will apply to any court for any attorneys' fees or expenses, other than as specified in paragraph 2 hereof, in connection with this Action.

Dated: September 1, 2004

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Attorneys for Nominal Defendant Symbol Technologies, Inc.

SO ORDERED this ____ day of __________, 2004.

Hon. Nicholas G. Garaufis

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